**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF TEXAS
MARSHALL DIVISION**

WEB TELEPHONY, LLC., an Illinois corporation, Plaintiff, vs. Bell Atlantic Communications, Inc., d/b/a Verizon Long Distance; AT&T Corp.; AT&T, Inc.; Earthlink, Inc.; Sunrocket Corp.; Vonage Holdings Corp.; and Vonage America, Inc., Defendants.	CASE NO. 2:07-CV-85 (DF) JURY DEMANDED

Plaintiff and Counterdefendant Web Telephony, LLC's Reply to Amended Counterclaims of Vonage Holdings Corp. and Vonage America, Inc.

Plaintiff and Counterdefendant, Web Telephony, LLC ("Web Telephony") hereby answers the Amended Counterclaims of Defendants Vonage Holdings Corp. and Vonage America, Inc. ("Vonage"). The paragraphs in this reply are numbered to correspond with the paragraph numbers in Vonage's Amended Counterclaims; accordingly, the first numbered paragraph is number 35. All of the allegations of the amended counterclaims not specifically admitted herein are specifically denied.

Amended Answer to Amended Counterclaims

35. Web Telephony admits the allegations contained in paragraph 35 of Vonage's Amended Counterclaims.

36. Upon information and belief, Web Telephony admits the allegations contained in paragraph 36 of Vonage's Amended Counterclaims.

37. Web Telephony admits the allegations contained in paragraph 37 of Vonage's Amended Counterclaims.

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38. Upon information and belief, Web Telephony admits that Vonage brings counterclaims which purport to be under the Declaratory Judgment Acts, Title 28 of the United States Code §§ 2201 and 2202, and the Patent Laws of the United States based.

39. Web Telephony admits the allegations contained in paragraph 39 of Vonage's Amended Counterclaims.

Count I:

Non-Infringement of the '694 Patent

40. Paragraph 40 of Vonage's Amended Counterclaims incorporates by reference the allegations of paragraphs 1 through 39 of Vonage's Amended Answer and Counterclaims. Paragraphs 1 through 34 contain a series of denials and admissions by Vonage to Web Telephony's Complaint and do not appear to contain allegations that call for a reply by Web Telephony. In response to Paragraph 40's incorporation of paragraphs 35 through 39 of Vonage's Amended Counterclaims, Web Telephony incorporates by references its response to the allegations of paragraphs 35 through 39 of Vonage's Amended Counterclaims. Except as expressly admitted, Web Telephony denies each of the allegations of paragraph 40.

41. Web Telephony admits the allegations contained in paragraph 41 of Vonage's Amended Counterclaims.

42. Web Telephony denies the allegations contained in paragraph 42 of Vonage's Amended Counterclaims.

43. Web Telephony denies the allegations contained in paragraph 43 of Vonage's Amended Counterclaims.

COUNT II:

Non-infringement of the '266 Patent

44. Paragraph 44 of Vonage's Amended Counterclaims incorporates by reference the allegations of paragraphs 1 through 39 of Vonage's Amended Answer and Counterclaims. Paragraphs 1 through 34 contain a series of denials and admissions by Vonage to Web Telephony's Complaint and do not appear to contain allegations that call for a reply by Web Telephony. In response to Paragraph 40's incorporation of paragraphs 35 through 39 of

Vonage's Amended Counterclaims, Web Telephony incorporates by references its response to the allegations of paragraphs 35 through 39 of Vonage's Amended Counterclaims. Except as expressly admitted, Web Telephony denies each of the allegations of paragraph 44.

45. Web Telephony admits the allegations contained in paragraph 45 of Vonage's Amended Counterclaims.

46. Web Telephony denies the allegations contained in paragraph 46 of Vonage's Amended Counterclaims.

47. Web Telephony denies the allegations contained in paragraph 47 of Vonage's Amended Counterclaims.

COUNT III:
Invalidity of the '694 Patent

48. Paragraph 48 of Vonage's Amended Counterclaims incorporates by reference the allegations of paragraphs 1 through 39 of Vonage's Amended Answer and Counterclaims. Paragraphs 1 through 34 contain a series of denials and admissions by Vonage to Web Telephony's Complaint and do not appear to contain allegations that call for a reply by Web Telephony. In response to Paragraph 48's incorporation of paragraphs 35 through 39 of Vonage's Amended Counterclaims, Web Telephony incorporates by references its response to the allegations of paragraphs 35 through 39 of Vonage's Amended Counterclaims. Except as expressly admitted, Web Telephony denies each of the allegations of paragraph 48.

49. Web Telephony admits the allegations contained in paragraph 49 of Vonage's Amended Counterclaims.

50. Web Telephony admits the allegations contained in paragraph 50 of Vonage's Amended Counterclaims.

51. Web Telephony denies the allegations contained in paragraph 51 of Vonage's Amended Counterclaims.

52. Web Telephony denies the allegations contained in paragraph 52 of Vonage's Amended Counterclaims.

COUNT IV:
Invalidity of the '266 Patent

53. Paragraph 53 of Vonage's Amended Counterclaims incorporates by reference the allegations of paragraphs 1 through 39 of Vonage's Amended Answer and Counterclaims. Paragraphs 1 through 34 contain a series of denials and admissions by Vonage to Web Telephony's Complaint and do not appear to contain allegations that call for a reply by Web Telephony. In response to Paragraph 53's incorporation of paragraphs 35 through 39 of Vonage's Amended Counterclaims, Web Telephony incorporates by references its response to the allegations of paragraphs 35 through 39 of Vonage's Amended Counterclaims. Except as expressly admitted, Web Telephony denies each of the allegations of paragraph 53.

54. Web Telephony admits the allegations contained in paragraph 54 of Vonage's Amended Counterclaims.

55. Web Telephony admits the allegations contained in paragraph 55 of Vonage's Amended Counterclaims.

56. Web Telephony denies the allegations contained in paragraph 56 of Vonage's Amended Counterclaims.

57. Web Telephony denies the allegations contained in paragraph 57 of Vonage's Amended Counterclaims.

COUNT V:
Unenforceability of the '694 and '266 Patents

58. Paragraph 58 of Vonage's Amended Counterclaims incorporates by reference the allegations of paragraphs 1 through 57 of Vonage's Amended Answer and Counterclaims. Paragraphs 1 through 34 contain a series of denials and admissions by Vonage to Web Telephony's Complaint and do not appear to contain any allegations that call for a reply by Web Telephony. In response to Paragraph 58's incorporation of paragraphs 35 through 57 of Vonage's Amended Counterclaims, Web Telephony incorporates by references its response to

the allegations of paragraphs 35 through 57 of Vonage's Amended Counterclaims. Except as expressly admitted, Web Telephony denies each of the allegations of paragraph 58.

59. Web Telephony admits the allegations contained in paragraph 59 of Vonage's Amended Counterclaims.

60. Web Telephony admits the allegations contained in paragraph 60 of Vonage's Amended Counterclaims.

61. Web Telephony denies the allegations contained in paragraph 61 of Vonage's Amended Counterclaims.

62. Web Telephony denies the allegations contained in paragraph 62 of Vonage's Amended Counterclaims.

63. Web Telephony denies the allegations contained in paragraph 63 of Vonage's Amended Counterclaims.

64. Web Telephony denies the allegations contained in paragraph 64 of Vonage's Amended Counterclaims.

65. Web Telephony denies the allegations contained in paragraph 65 of Vonage's Amended Counterclaims.

66. Web Telephony denies the allegations contained in paragraph 66 of Vonage's Amended Counterclaims.

67. Web Telephony denies the allegations contained in paragraph 67 of Vonage's Amended Counterclaims.

68. Web Telephony denies the allegations contained in paragraph 68 of Vonage's Amended Counterclaims.

JURY DEMAND

Plaintiff and Counterdefendant Web Telephony demands trial by jury of all issues.

Dated: September 4, 2007

Respectfully submitted,

By: /s/ S. Calvin Capshaw

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ATTORNEYS FOR PLAINTIFF,
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CERTIFICATE OF SERVICE

I hereby certify that counsel of record who are deemed to have consented to electronic service are being served this 4th day of September, 2007, with a copy of this document via the Court's CM/ECF system per Local Rule CV-5(a)(3). Any other counsel of record will be served by electronic mail, facsimile transmission and/or first class mail on this same date.

/s/S. Calvin Capshaw
S. Calvin Capshaw